

CHEW'S GROUP LIMITED
(Company Registration No. 201020806C)
(Incorporated in the Republic of Singapore)

**MANDATORY UNCONDITIONAL GENERAL CASH OFFER FOR ALL THE ISSUED AND PAID-UP
ORDINARY SHARES IN THE CAPITAL OF CHEW'S GROUP LIMITED**

- CLOSE OF OFFER

1. INTRODUCTION

The board of directors ("**Board**" or "**Directors**") of Chew's Group Limited ("**Company**") refers to the following documents:

- (a) the offer document dated 23 October 2018 ("**Offer Document**") issued by Hong Leong Finance Limited ("**HLF**"), for and on behalf of Goldhill Trust Pte. Ltd. ("**Offeror**"), in relation to the mandatory unconditional cash offer ("**Offer**") for all the issued ordinary shares in the capital of the Company ("**Shares**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror;
- (b) the circular dated 5 November 2018 issued by the Company to the shareholders of the Company ("**Shareholders**") in relation to the Offer ("**Circular**");
- (c) the announcement dated 14 November 2018 made by HLF, for and on behalf of the Offeror, in relation to, *inter alia*, the level of acceptances of the Offer ("**Level of Acceptances Announcement**");
- (d) the announcement dated 14 November 2018 made by the Company in response to the Level of Acceptances Announcement to inform Shareholders on, *inter alia*, the loss of public float of the Shares ("**Public Float Announcement**"); and
- (e) the announcement dated 20 November 2018 released by HLF, for and on behalf of the Offeror, in relation to the close of Offer ("**Close of Offer Announcement**").

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings ascribed to them in the Offer Document, Circular, the Level of Acceptances Announcement, Public Float Announcement or the Close of Offer Announcement (as the case may be).

2. CLOSE OF THE OFFER

The Board wishes to inform Shareholders that as stated in the Close of Offer Announcement, the Offer has closed at 5.30 p.m. (Singapore time) on 20 November 2018 ("**Closing Date**").

Accordingly, the Offer is no longer open for acceptances and any acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

A copy of the Close of Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

3. FINAL LEVEL OF ACCEPTANCES FOR THE OFFER

The Board further refers to paragraphs 3 and 4 of the Close of Offer Announcement which provides the final level of acceptances and aggregate shareholding which the Offeror has acquired as at 5.30 p.m. (Singapore time) on the Closing Date.

The Company notes from the Close of Offer Announcement that, as at 5.30 p.m. (Singapore time) on the Closing Date, the Offeror owns, controls or has agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 78,928,572 Shares, representing approximately 93.41% of the total number of Shares. Unless otherwise stated in this announcement, all references to the total number of Shares shall be to 84,498,000 Shares.

4. SUSPENSION OF TRADING AND LISTING STATUS

According to Rule 1303(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), as the percentage of the Shares (excluding treasury shares) held in public hands has fallen below 10% following the receipt of a level of acceptance exceeding 90% of the total number of issued Shares (excluding treasury shares) by the Offeror, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

Further to the Public Float Announcement, the Board wishes to inform the Shareholders that the Company will request that the SGX-ST suspends the trading of the Shares with immediate effect.

Shareholders should note that, as stated in the Offer Document and the Close of Offer Announcement, it is the current intention of the Offeror to retain the listing of the Company on the Catalist board of the SGX-ST. Accordingly, the Offeror does not intend to exercise any right of compulsory acquisition under Section 215(1) of the Companies Act and the Offeror intends to work together with the Company and take such steps which are necessary to restore the free float of the Company in order to maintain the listing status of the Company after the close of the Offer. However, there is no assurance that timely and appropriate actions can be taken as these are dependent on, *inter alia*, prevailing market conditions at the relevant time. In the event that the Free Float Requirement cannot be met, trading in the Shares may be suspended and/or the Company may be delisted.

Pursuant to Rule 724(2) of the Catalist Rules, the Company has a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10% of the total number of issued shares (excluding treasury shares), failing which the Company may be removed from the Official List of the SGX-ST.

5. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no other material facts have been omitted from this announcement, which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, the Offer Document and Close of Offer Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Chew Chee Bin
Executive Chairman

20 November 2018

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Jennifer Tan, Senior Manager, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).